

**WARNING REPORT FILED PURSUANT TO
NATIONAL INSTRUMENT 62-103 ("NI 62-103")**

1. The name and address of the offeror.

Jatender S. Heer (the "Offeror")
44 Laburnum Road
Hayes, Middlesex, U.K., UB3 4JY

2. The designation and number or principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

On August 11, 2015, the Offeror acquired ownership and control of 25,000,000 units ("Units") of NanoStruck Technologies Inc. ("NanoStruck"). Each Unit is comprised of one common share of NanoStruck (a "Share") and one transferable common share purchase warrant (a "Warrant"), and with each Warrant entitling the holder to purchase one common share of NanoStruck (a "Warrant Share") at a price of \$0.05 per Warrant Share until August 11, 2020. The 25,000,000 Shares comprised in the Units represent approximately 9.64% of NanoStruck's issued and outstanding common shares. The 25,000,000 Shares and the 25,000,000 Warrants comprised in the Units collectively represent approximately 17.58% of the issued and outstanding common shares of NanoStruck, assuming the exercise of the Warrants.

3. The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

Prior to the acquisition of the Units, the Offeror did not own or control any securities of NanoStruck. As a result of the acquisition of the Units, the Offeror now has ownership and control over an aggregate of 25,000,000 common shares of NanoStruck and 25,000,000 Warrants, collectively representing approximately 17.58% of the issued and outstanding common shares of NanoStruck, assuming the exercise of the Warrants.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

- (i) **the offeror, either alone or together with any joint actors, has ownership and control,**

Please refer to paragraph 3 above.

- (ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and**

Not applicable.

- (iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 5. The name of the market in which the transaction or occurrence that gave rise to the news release took place.**

Not applicable.

- 5.1 The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

Not applicable.

- 6. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.**

The Units were acquired by the Offeror for investment purposes. The Offeror may increase or decrease his ownership of securities of NanoStruck as the circumstances or market conditions warrant.

- 7. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.**

A subscription agreement was entered into between the Offeror and NanoStruck setting out the price and general terms for the purchase of the Units, customary for transactions of this nature.

- 8. The names of any joint actors in connection with the disclosure required by this Form.**

Not applicable.

- 9. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the offeror.**

The Units were purchased at a price of \$0.01 per Unit.

- 10. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of NI 62-103 in respect of the reporting issuer's securities.**

Not applicable.

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11. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting the reliance.

Not applicable.

DATED this 13th day of August, 2015

“Jatender S. Heer”

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